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8 Attorneys for Compass Financial Partners LLC  
9 and Compass USA SPE LLC

10 UNITED STATES BANKRUPTCY COURT

11 DISTRICT OF NEVADA

12 In re:  
13 USA COMMERCIAL MORTGAGE COMPANY,  
14 Debtor.

Case No. BK-S-06-10725 LBR  
Case No. BK-S-06-10726 LBR  
Case No. BK-S-06-10727 LBR  
Case No. BK-S-06-10728 LBR  
Case No. BK-S-06-10729 LBR

15 In re:  
16 USA CAPITAL REALTY ADVISORS, LLC,  
17 Debtor.

Chapter 11

18 In re:  
19 USA CAPITAL DIVERSIFIED TRUST DEED  
FUND, LLC,  
20 Debtor.

Jointly Administered Under  
Case No. BK-S-06-10725 LBR

21 In re:  
22 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
23 Debtor.

**DESIGNATION OF LOCAL COUNSEL  
AND CONSENT THERETO**

24 In re:  
25 USA SECURITIES, LLC,  
26 Debtor.

27 Affects:

- 28  All Debtors  
 USA Commercial Mortgage Company  
 USA Securities, LLC  
 USA Capital Realty Advisors, LLC  
 USA Capital Diversified Trust Deed Fund, LLC  
 USA First Trust Deed Fund, LLC

29 The undersigned, attorney of record for and Compass USA SPE LLC and Compass  
30 Financial Partners LLC, the Defendants herein, has submitted to the Court a "Verified Petition  
31 for Permission to Practice in this Case Only." Not being admitted to the bar of this Court, and  
32 not maintaining an office in the District of Nevada for the practice of law, I believe it to be in the  
33 best interests of the clients, Compass USA SPE LLC and Compass Financial Partners LLC, to

1 designate Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser  
2 Bailey PC ("Nevada Counsel"), attorneys at law, members of the State Bar of Nevada and  
3 previously admitted to practice before the above-entitled Court, as associate local counsel in this  
4 action. The address of said designated Nevada Counsel is Peter C. Bernhard (Nevada Bar No.  
5 0734), Georganne W. Bradley (Nevada Bar No. 1105) and Joseph P. Hardy (Nevada Bar No.  
6 7370), Bullivant Houser Bailey PC, 3980 Howard Hughes Parkway, Suite 550, Las Vegas, NV  
7 89169, Telephone: (702) 669-3600, Facsimile: (702) 650-2995, [peter.bernhard@bullivant.com](mailto:peter.bernhard@bullivant.com),  
8 [georganne.bradley@bullivant.com](mailto:georganne.bradley@bullivant.com) and [joe.hardy@bullivant.com](mailto:joe.hardy@bullivant.com).

9 By this designation the undersigned attorneys and parties agree that all documents and  
10 other papers issued out of this Court in the above-entitled case may be served on the designated  
11 local counsel. Further, said local counsel shall be responsible for providing copies of the same to  
12 the co-counsel. Further, this designation constitutes agreement and authorization by the  
13 undersigned for the designated local counsel to sign stipulations binding on all of us. The time  
14 for performing any act under applicable Rule shall run from the date of service on the local  
15 counsel.

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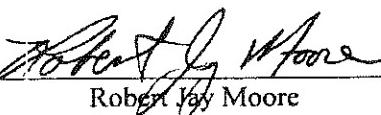
17 Dated: July 31, 2007

MILBANK, TWEED, HADLEY & McCLOY LLP

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By:

  
Robert J. Moore

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Attorneys for Compass Financial Partners LLC  
and Compass USA SPE LLC

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**CONSENT OF DESIGNATED NEVADA COUNSEL**

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that they are responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that they are responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

Dated: July 31, 2007

BULLIVANT Houser Bailey PC

By: Georganne W. Bradley  
Peter Bernhard (Nevada Bar No. 0734)  
Georganne W. Bradley (Nevada Bar No. 1105)  
Joseph P. Hardy (Nevada Bar No. 7370)  
3980 Howard Hughes Parkway, Suite 550  
Las Vegas, Nevada 89169  
Telephone: (702) 650-6565  
Facsimile: (702) 650-2995

**Designated Nevada Counsel**

**APPOINTMENT OF DESIGNATED NEVADA COUNSEL**

The undersigned parties appoint Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser Bailey PC as their Designated Nevada Counsel in this case.

Dated: August /, 2007

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Party Signature